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MP3TUNES, LLC and
MICHAEL ROBERTSON

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

CAPITOL RECORDS, INC.; CAROLINE
RECORDS, INC.; EMI CHRISTIAN MUSIC
GROUP INC.; PRIORITY RECORDS LLC;
VIRGIN RECORDS AMERICA, INC.;
BEECHWOOD MUSIC CORP.; COLGEMS-
EMI MUSIC INC.; EMI APRIL MUSIC INC;
EMI BLACKWOOD MUSIC; EMI FULL
KEEL MUSIC; EMI GOLDEN TORCH
MUSIC CORP; EMI LONGITUDE MUSIC;
EMI VIRGIN MUSIC, INC.; EMI VIRGIN
SONGS, INC.,

Plaintiffs,

v.

MP3TUNES, LLC AND MICHAEL
ROBERTSON

Defendants.

No. 07 Civ. 9931 (WHP)

**DECLARATION OF MICHAEL
ROBERTSON IN SUPPORT OF
DEFENDANTS' REPLY IN SUPPORT OF
THEIR MOTION TO DISMISS, OR IN
THE ALTERNATIVE, TO TRANSFER
TO THE SOUTHERN DISTRICT OF
CALIFORNIA**

I, Michael Robertson, declare:

1. I am Chief Executive Officer ("CEO") of MP3tunes, LLC ("MP3tunes"). I have personal knowledge of the matters stated herein, and if called as a witness, I could and would testify competently to them.

2. I submit this declaration in support of Defendants' Reply to Motion to Dismiss or in the Alternative, to Transfer to the Southern District of California.

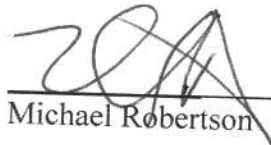
3. Although I hold the position as CEO of MP3tunes, I have never received a salary or a bonus from MP3tunes. Additionally, I have never received any dividends or other financial benefit as a shareholder of MP3tunes, which has never made a profit.

4. As CEO, I was involved in the decision to hire MP3tunes' President Emily Richards. Other than Ms. Richards, I have never interviewed an employee candidate, hired or fired an employee.

5. I do not attend any marketing, development or administrative meetings at MP3tunes.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 2nd day of May, 2008 at San Diego, California.


Michael Robertson